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*Counsel for Individual Defendants
and Nominal Defendant Align
Technology, Inc.*

[Additional counsel below]

**IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

MICHELLE TRAN, derivatively on behalf of
ALIGN TECHNOLOGY, INC.,
Plaintiff,

vs.

JOSEPH M. HOGAN, JOHN F. MORICI,
RAPHAEL S. PASCAUD, KEVIN J. DALLAS,
JOSEPH LACOB, C. RAYMOND LARKIN,
JR., GEORGE J. MORROW, THOMAS M.
PRESCOTT, ANDREA L. SAIA, GREG J.
SANTORA, SUSAN E. SIEGEL, and
WARREN S. THALER,

Defendants,

and

ALIGN TECHNOLOGY, INC.,
Nominal Defendant.

Case No.: 5:19-cv-00202-LHK

**JOINT STIPULATION AND
[PROPOSED] ORDER
CONSOLIDATING RELATED
ACTIONS AND APPOINTING
CO-LEAD COUNSEL**

JILL DOOLEY. Derivatively on Behalf of
ALIGN TECHNOLOGY, INC,
Plaintiff,

vs.

JOSEPH M. HOGAN, JOHN F. MORICI,
RAPHAEL S. PASCAUD, ROGER E.
GEORGE, KEVIN J. DALLAS, JOSEPH
LACOB, C. RAYMOND LARKIN, JR.,
GEORGE J. MORROW, THOMAS M.
PRESCOTT, ANDREA L. SAIA, GREG J.
SANTORA, SUSAN E. SIEGEL, and
WARREN S. THALER,
Defendants,

-and-

ALIGN TECHNOLOGY, INC.,
Nominal Defendant.

Case No. 5:19-cv-00525-BLF

CHRISTOPHER NGUYEN, derivatively on
behalf of ALIGN TECHNOLOGY, INC.,
Plaintiff,

vs.

JOSEPH M. HOGAN, JOHN F. MORICI,
RAPHAEL S. PASCAUD, ROGER E.
GEORGE, KEVIN J. DALLAS, JOSEPH
LACOB, C. RAYMOND LARKIN, JR.,
GEORGE J. MORROW, THOMAS M.
PRESCOTT, ANDREA L. SAIA, GREG J.
SANTORA, SUSAN E. SIEGEL, and
WARREN S. THALER,
Defendants,

and

ALIGN TECHNOLOGY, INC.,
Nominal Defendant.

Case No.: 5:19-cv-00543-SVK

1 WHEREAS, on January 11, 2019, Plaintiff Michelle Tran filed a shareholder derivative
 2 action on behalf of nominal defendant Align Technology, Inc. (“Align” or the “Company”) in this
 3 Court alleging breaches of fiduciary duty, unjust enrichment, waste of corporate assets, and
 4 violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”)
 5 against defendants Joseph M. Hogan, John F. Morici, Raphael S. Pascaud, Kevin J. Dallas, Joseph
 6 Lacob, C. Raymond Larkin, Jr., George J. Morrow, Thomas M. Prescott, Andrea L. Saia, Greg J.
 7 Santora, Susan E. Siegel, and Warren S. Thaler, captioned *Tran v. Hogan, et al.*, Case No. 5:19-cv-
 8 00202-LHK (the “*Tran* Action”);

9 WHEREAS, on January 29, 2019, Plaintiff Jill Dooley filed a shareholder derivative action
 10 on behalf of nominal defendant Align in this Court alleging breaches of fiduciary duty, unjust
 11 enrichment, insider selling and misappropriation of information, waste of corporate assets, and
 12 violations of Sections 10(b), 14(a), and 20(a) of the Exchange Act against defendants Joseph M.
 13 Hogan, John F. Morici, Raphael S. Pascaud, Roger E. George, Kevin J. Dallas, Joseph Lacob, C.
 14 Raymond Larkin, Jr., George J. Morrow, Thomas M. Prescott, Andrea L. Saia, Greg J. Santora,
 15 Susan E. Siegel, and Warren S. Thaler (collectively, the “Individual Defendants,” and together with
 16 Align, the “Defendants”), captioned *Dooley v. Hogan, et al.*, Case No. 5:19-cv-00525-BLF (the
 17 “*Dooley* Action”);

18 WHEREAS, on January 30, 2019, Plaintiff Christopher Nguyen filed a shareholder
 19 derivative action on behalf of nominal defendant Align in this Court alleging breaches of fiduciary
 20 duty, unjust enrichment, waste of corporate assets, and violations of Sections 10(b), 14(a), and 20(a)
 21 of the Exchange Act against the Individual Defendants, captioned *Nguyen v. Hogan, et al.*, Case No.
 22 5:19-cv-00543-SVK (the “*Nguyen* Action,” and collectively with the *Tran* Action and the *Dooley*
 23 Action, the “Related Derivative Actions”);

24 WHEREAS, the Company was served in the *Nguyen* Action and the Individual Defendants
 25 waived service in the *Nguyen* Action;

26 WHEREAS, the Company and Individual Defendants waived service in the *Tran* Action and
 27 the *Dooley* Action;

WHEREAS, the Related Derivative Actions challenge the same alleged conduct by the same Company directors and officers and involve the same questions of law and fact;

WHEREAS, the parties therefore respectfully submit that consolidation of the Related Derivative Actions is appropriate;

WHEREAS, to avoid potentially duplicative actions and to prevent any waste of the Court's resources, the parties agree that the Related Derivative Actions should be consolidated for all purposes, including pre-trial proceedings and trial, into a single consolidated action;

WHEREAS, in order to realize the efficiencies made possible by consolidation of the Related Derivative Actions, plaintiffs agree that The Brown Law Firm, P.C. and Bragar Eigel & Squire, P.C., the respective resumes of which are attached hereto as Exhibits A and B, shall be designated as Co-Lead Counsel representing plaintiffs in the consolidated action;¹ and

THEREFORE, the parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an Order as follows:

1. The following actions are hereby consolidated for all purposes, including pre-trial proceedings and trial, under Case No. 5:19-cv-00202-LHK (the "Consolidated Action"):

<u>Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Tran v. Hogan, et al.</i>	5:19-cv-00202-LHK	January 11, 2019
<i>Dooley v. Hogan, et al.</i>	5:19-cv-00525-BLF	January 29, 2019
<i>Nguyen v. Hogan, et al.</i>	5:19-cv-00543-SVK	January 30, 2019

2. Every pleading filed in the Consolidated Action, or in any separate action included herein, must bear the following caption:

¹ The Company and Individual Defendants take no position on the appointment of lead counsel in the Consolidated Action.

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE ALIGN TECHNOLOGY, INC.
DERIVATIVE LITIGATION

Lead Case No. 5:19-cv-00202-LHK

This Document Relates to:

ALL ACTIONS

3. All papers filed in connection with the Consolidated Action will be maintained in one file under Lead Case 5:19-cv-00202-LHK.

4. Co-Lead Counsel for plaintiffs for the conduct of the Consolidated Action shall be:

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5. Plaintiffs' Co-Lead Counsel shall have the sole authority to speak for plaintiffs in all matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

6. Co-Lead Counsel will be responsible for coordinating all activities and appearances on behalf of plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any plaintiffs except through Co-Lead Counsel.

7. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all plaintiffs.

8. This Order shall apply to each shareholder derivative action arising out of the same, or substantially the same, transactions or events as these cases, which is subsequently filed in, removed to, reassigned to, or transferred to this Court. When a shareholder derivative action that properly belongs as part of *In re Align Technology, Inc. Derivative Litigation*, Lead Case No. 5:19-cv-00202-LHK, is hereafter filed in the Court, removed to this Court, reassigned to the Court, or transferred here from another court, this Court requests the assistance of counsel in calling to the attention of the clerk of the Court the filing, removal, reassignment, or transfer of any case that might properly be consolidated as part of *In re Align Technology, Inc. Derivative Litigation*, Lead Case No. 5:19-cv-00202-LHK, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this order.

9. The parties shall submit a proposed schedule within thirty (30) days of entry of this Order. Defendants are not required to answer or otherwise respond to the respective complaints filed in the Consolidated Action until the deadline set forth in the Court's order on the parties' proposed schedule.

IT IS SO STIPULATED.

Respectfully Submitted By:

DATED: February 25, 2019

WILSON SONSINI GOODRICH & ROSATI

/s/ Ignacio E. Salceda

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Counsel for Individual Defendants and Nominal Defendant Align Technology, Inc.

1 DATED: February 25, 2019

BRAGAR EAGEL & SQUIRE, P.C.

2
3 /s/ Marion C. Passmore

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23 *[Proposed] Co-Lead Counsel for Plaintiffs*

24 DATED: February 25, 2019

THE ROSEN LAW FIRM, P.A.

25 /s/Laurence M. Rosen

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Additional Counsel for Plaintiffs

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ORDER

PURSUANT TO THE STIPULATION, IT IS SO ORDERED.

Dated: _____
DISTRICT COURT JUDGE

ATTESTATION

I, Ignacio E. Salceda, am the ECF User whose identification and password are being used to file the **JOINT STIPULATION AND [PROPOSED] ORDER CONSOLIDATING RELATED ACTIONS AND APPOINTING CO-LEAD COUNSEL**. In compliance with General Order 45. X. B, I hereby attest that Marion C. Passmore and Laurence M. Rosen have concurred in this filing.

Dated: February 25, 2019

By: /s/ Ignacio E. Salceda
Ignacio E. Salceda
isalceda@wsgr.com

*Counsel for Individual Defendants and
Nominal Defendant Align Technology, Inc.*